

ASPIRA, INC. OF NEW JERSEY

ARTICLE I

MISSION GOALS AND VISION

SECTION 1 - MISSION.

Our mission is the education and leadership development of Puerto Rican and Latino youth so that they become empowered individuals who make significant contributions to the Puerto Rican and Latino community and society in general.

SECTION 2 - MISSION STATEMENT:

LEADERSHIP THROUGH EDUCATION

SECTION 2 - GOALS.

- A. A value for education.
- B. A value for the important role of a viable Puerto Rican/Latino community through awareness and participation.
- C. The strengthening of a positive self-identity.
- D. The development of leadership skills.
- E. Cultural awareness and participation.
- F. Parent awareness of educational programs and policies that affect their children.

SECTION 3 - ASPIRA PROCESS.

A. EDUCATIONAL DEVELOPMENT.

1. Dropout prevention.
2. Postsecondary placement.
3. Tutoring.

B. LEADERSHIP DEVELOPMENT.

1. ASPIRA clubs
2. ASPIRA Public Policy Program
3. Youth Congress

SECTION 4 - VISION.

- A. The entire Puerto Rican/Latino community participate in the ASPIRA process.
- B. Every Puerto Rican/Latino youth participate in and the entire Latino community support the ASPIRA process.

1. Intervene at an earlier age
2. Develop alternative academic programs
3. Postsecondary support/transition
4. Advocacy
5. Expansion

ARTICLE II**AUTHORITY****SECTION 1 - GOVERNANCE.**

There shall be elected officers and a Board of Directors.

SECTION 2 - FISCAL YEAR.

The fiscal year shall be from July 1 to June 30.

SECTION 3 - ANNUAL MEETING.

The annual meeting shall take place in June, but not later than August 31st wherein a report will be rendered of the past year's activities and elections will be held for vacancies on the Board of Directors and the Officers of the Corporation.

SECTION 4 - PRINCIPAL OFFICE

The principal office of the Corporation shall be in the City of Newark, New Jersey. The Corporation may also have offices at such other places as the Board of Directors may designate.

SECTION 5 - WAIVER OF NOTICE

Any meeting of the Board of Directors, Standing Committees, and special committees, any action shall be valid if notice of the time, place and purpose of such meeting is waived before, or at such meeting.

SECTION 6 - NEGOTIABLE INSTRUMENTS

Checks, promissory notes and other instruments for the payment of money shall be signed by such person or persons as may be designated by the Board of Directors.

SECTION 7 - CORPORATE SEAL

The seal of the Corporation shall be such form as adopted by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1 - COMPOSITION OF THE BOARD

The business of ASPIRA, Inc. of New Jersey shall be managed by the Board of Directors.

- A. The Board shall consist of not less than seven (7) Directors.
- B. Directors shall be elected for terms of three (3) years; two(2) years; one (1) year. At the annual meeting, elections will be held to fill the expired term of Directors. The Chairperson of the Board shall determine the term of each Director.
- C. In case of a vacancy on the Board of Directors it shall be filled by majority vote of the Directors of the Corporation or the unexpired portion of the term at any regular or special meeting held for that purpose.
- D. No Director shall receive compensation for his or her service on the board.

- E. All Chairpersons of standing committees must be selected from among the directors of the board.

SECTION 2 - BOARD RESPONSIBILITIES.

The Board of directors shall be responsible for the governance of ASPIRA, Inc. of N. J.

The duties of the Board of Directors shall be:

- A. Development and implement policy and procedures;
- B. Provide goals and objectives and establish evaluation criteria for programmatic and fiscal operations;
- C. Insure overall financial stability;
- D. Oversee the agency's operational and financial affairs;
- E. Adopt an annual budget;
- F. Elect board directors and officers;
- G. Fill vacancies for the unexpired terms of Officers and Directors of the Board;
- H. Adopt and amend bylaws;
- I. Appoint an Executive Director and review the evaluation of said director on an annual basis;

SECTION 3 - BOARD MEETINGS.

- A. The Board shall meet at least six times a year.
- B. Meetings of the Board of Directors shall be held within the State of New Jersey.
- C. Written notice shall be provided to each Director no less than five (5) days before each meeting. Except where an unusual circumstances where date or time need to be changed, the chairperson will exercise prudence to reschedule via telephone notification to establish a new date and time with the Board.
- D. The same procedures apply to special meetings except where time is of the essence, in which case telephone notification shall be sufficient.
- E. At all meetings of the Board each Director is to have one (1) vote. Any action of the Board requires majority vote. No proxy vote will be accepted.

- F. Quorum shall be constituted by fifty (50) percent plus 1 (majority) of the duly elected members of the Board of Directors.
- G. The order of business at all meetings of the Board shall be determined by the Executive Committee.
- H. Additional Directors will be elected by affirmative vote of two thirds of the Board given at any convened special meeting for that purpose or at regular Board meeting.

SECTION 4 - QUALIFICATIONS.

- A. The original signatories shall be the subscribers to the Certificate of Incorporation and those named therein as the Directors thereof.
- B. A fundamental qualification for a candidate for Director should be the desire and ability on the part of the prospective individual to contribute to the achievement of the purposes and mission of the agency.
- C. Candidates should be selected from a broad field, representative of the community or groups served by the agency and chosen on the strength of their background and experience, with consideration not only for their present but also for their future potential for leadership.
- D. Candidates must be a resident of or employed in New Jersey and should have a knowledge of the community and the agency.
- E. Have a capacity to subordinate their group identifications and individual interest to the furthering of the agency's objectives, mission and a readiness to accept the responsibilities as well as the privileges of board service.
- F. Accept that being a Director will demand time, personal financial commitment, and evince a willingness to give their best.

SECTION 5 - PROCEDURES FOR ELECTING DIRECTORS

- A. The Chair or a committee selected designated for such purpose by the Board of Directors, shall contact prospective candidates and secure all necessary information including the application for becoming a Board Director.
- B. At a meeting of the Board of Director the name of the applicant along with a copy of the application should be discusses.

- C. Directors will be elected by affirmative vote of two thirds of the Board given at any convened special meeting for that purpose or at regular Board meeting.
- D. Vacancies for any Director or Officer may be filled by the Board of Directors at any regular or special meeting specified for such purpose.

SECTION 6 - RESIGNATION AND TERMINATION

- A. Any Director may resign at any time, by written notification, to the Chair or Secretary of the Board of Directors. Such resignation shall take effect at the time specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- B. Failure to maintain the financial commitment (Board dues) will result in termination as a director of the Board;
- C. Failure of a Director to attend three (3) regular meetings during any fiscal year shall result in the termination on the board upon majority vote of the Board and any vacancy thus resulting shall be filled by the Board. In the event of the death in the immediate family, notice shall be given to the Chairperson for appropriate notification of the Board and for the record.

ARTICLE IV

OFFICERS AND VICE-CHAIRS

SECTION 1 - OFFICERS

- A. The officers of the Corporation shall be: Chair, Secretary and Treasurer.
- B. The Executive Committee shall be comprised by: Chair, Vice-Chair of Personnel, Vice-Chair of Programs, Vice Chair of Development, Secretary and Treasurer.
- C. No Director shall hold more than one office simultaneously.
- D. Officers of the Corporation shall be elected yearly at the Board's Annual meeting and shall continue to hold office until expiration the following year.
- E. The Officers hold office at the discretion of the Board and vacancies may be filled at any meeting of the Board.

SECTION 2 - CHAIRPERSON

The Chairperson shall preside at all meetings of the Board of Directors and of the executive committee and shall:

- A. Appoint all committee chairs unless otherwise specified in the bylaws;
- B. Carry out such duties as usually pertain to the office of the chairperson and serve as an ex-officio to all committees.
- C. Sign all contracts, agreements and legal documents authorized by the Board;
- D. Establish ad hoc committees as required to act upon such matters designated; and
- E. Enforce these Bylaws.
- F. Shall act as the spokesperson for the Corporation.

SECTION 3 - VICE-CHAIR PERSONNEL

- A. Assist in the performance of the Chairperson's duties;
- B. Perform such duties as are delegated by the Chairperson;
- C. Preside at the meetings in the absence of the Chairperson;
- D. Chair the Personnel Committee;
- E. Evaluate the Executive Director in conjunction with the Personnel Committee and provide a written report and make recommendations as to the performance of the Executive Director for consideration and/or action to the Board of Directors.
- F. Review, provide revision and make recommendations as to the Personnel Policy and Procedures manual and the Bylaws for consideration and/or action to the Board of Directors.
- G. Reviews and proposes annual wage and salary programs including percentage increases for staff, changes in wage, salary schedules, merit programs and benefit programs for each year for consideration and/or action to the Board of Directors.

- H. Any personnel grievance that has gone through the grievance procedures, as stated in the Personnel Policy and Procedures manual, must be first heard by the Personnel Committee. A report with recommendation should be submitted to the Board for consideration, action and/or grievance hearing from the Board.

SECTION 4 - VICE-CHAIR PROGRAM

- A. Assist in the performance of the Chairperson's duties;
- B. Perform such duties as are delegated by the Chairperson;
- C. Preside at the meetings in the absence of the Chair and Vice-Chair Personnel;
- D. Chair the Program Committee;
- E. The Program Committee shall perform such duties as are necessary for the agency's programs. In conjunction with Executive Director, Program Director and any other staff they will plan, evaluate, make recommendations, propose staffing needs, etc. for the purpose of accomplishing the agency's mission and report to the Board for possible action;
- F. The Program Committee shall perform such duties as are necessary to plan, evaluate, execute, etc. any workshops, forums, conferences, etc., with or without the assistance of any other organization, that will foster the enhancement of the agency's mission and provide a valued service to the Aspirantes, staff, community and any other group or individual willing to participate.

SECTION 5 - VICE-CHAIR DEVELOPMENT

- A. Assist in the performance of the Chairperson's duties;
- B. Perform such duties as are delegated by the Chairperson;
- C. Preside at the meetings in the absence of the Chair, Vice-Chair Personnel, and Vice-Chair Programs;
- D. Chair the Development Committee;
- E. The Development Committee shall perform such duties as are necessary for the agency's fund raising activities. In conjunction with Executive Director, Development office and any other staff they will plan, evaluate, make recommendations, write proposals, etc. for the purpose of seeking, identifying, retaining and securing funds to support the agency's mission and report to the Board for possible action;

SECTION 6 - SECRETARY

- _____ A. Shall keep the minutes of the meeting of the Board of Directors and of the Executive Committee;
- B. Shall give and serve all notices of the Corporation;
- C. Shall be the custodian of the corporate seal and records;
- D. Shall keep the director rolls in the manner prescribed by law, so as to show at all times the name of the directors of the Corporation, alphabetically arranged, their respective places of residence, the term of office (1,2 or 3 year) held by each, and the date at which each person became a Director;
- E. Shall present to the Board of Directors at their regular meetings, all communications addressed to him/her officially by the Chair or any officer or director of the Corporation;
- F. Shall perform such duties as the Chair may direct.

SECTION 7 - TREASURER

- _____ A. Shall keep the care and custody of and be responsible for all funds and securities of the Corporation;
- B. Shall oversee the finances of the agency; develop or cause to develop, and present an annual budget to the Board of Directors with the assistance of the Fiscal Officer.
- C. Shall assist the Executive Director and the Officers of the Corporation in the proper expenditures of the agency's funds.
- D. Shall present periodic financial statements to the Board of Directors;
- E. Shall assure or cause to assure, review and present the annual audit of the agency's accounts present the annual budget to the Board of Directors.
- _____ F. Shall keep or cause to keep just and true cash, check, bank and other necessary and proper books of account.
- G. Shall be a member of the Personnel committee.
- H. Shall perform such duties as the Chair may direct.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1 - COMPOSITION

The Executive Committee shall consist of six (6) members: Chair, Vice-Chair Personnel, Vice-Chair Programs, Vice-Chair Development, Treasurer, and Secretary. The Board of Directors shall fill any and all vacancies in the Executive Committee and may appoint alternate members to the Executive Committee to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member of said committee may be removed, at any time, by the Board of Directors.

SECTION 2 - DUTIES.

The Executive Committee shall be empowered, between the meetings of the Board of Directors, to act in the management of the property and affairs of the Corporation as the governing body of the Corporation. Such action shall be subject to ratification by the Board of Directors.

SECTION 3 - MEETINGS.

The Chair of the Board shall be the Chair of the Executive Committee. In the absence of the Chair the Vice-Chair Personnel shall be Chairperson for the meeting. The Executive Committee shall meet as needed on the call of the Chair or by petition of three (3) members of the Executive Committee. The Executive Committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs.

The Executive Committee shall keep a record of its actions and proceedings and shall report thereon to the Board of Directors.

SECTION 4 - QUORUM.

A majority of the members of the Executive Committee shall constitute a quorum. The manner of acting shall be guided by Robert's Rules of Order.

ARTICLE VI

STANDING AND OTHER COMMITTEES

SECTION 1 - STANDING COMMITTEES AND DUTIES.

There shall be the following standing committees which, in turn, shall be responsible directly to the Board of Directors.

- A. Personnel Committee - shall establish the standards relating to staff personnel policies, procedures and fulfill their duties as specified in the Personnel Policies and Procedures. Review and prepare a written evaluation of the Executive Director and shall report the results for discussion at the Board of Director's meeting.
- B. Program Committee - shall establish the programs that best support the mission of the agency and shall work with the Executive Director toward their successful implementation.
- C. Development Committee - shall be responsible for formulating fund raising strategies and working for their implementation to generate income and support for the agency.

SECTION 2 - OTHER COMMITTEES AND DUTIES.

- D. Ad hoc Committees - The Chairperson of the Board of Directors shall be authorized to appoint ad hoc committees to report on any matters that the Corporation may desire or need to study.

ARTICLE VII

EXECUTIVE DIRECTOR

SECTION 1 - DUTIES AND RESPONSIBILITIES.

There shall be a salaried Executive Director, who, under the direction of the Chairperson, shall be responsible for the execution and administration of the policies and programs approved by the Board of Directors.

- A. The Executive Director shall select, supervise, evaluate and terminate, when necessary, all other staff.
- B. The Executive Director shall be an ex-officio member of all board meetings, except personnel and may participate in all meetings unless otherwise requested.

ARTICLE VIII

DISSOLUTION

SECTION 1 - ASSETS UPON DISSOLUTION.

If ASPIRA, Inc., of New Jersey is hereafter dissolved, after payment on any outstanding liabilities, its assets shall be distributed only to such organizations as exist for similar educational and charitable purposes and are approved tax-exempt corporation not for profit, under the provisions of 501 (c) (3) of the Internal Revenue code.

ARTICLE IX

RULES OF ORDER

SECTION 1 - ROBERT'S RULES OF ORDER.

Robert's Rules of Order revised shall constitute the parliamentary authority in all cases wherein they do not conflict with the bylaws of this corporation or with any statutes of the State.

ARTICLE X

AMENDMENT

SECTION 1 - AMENDMENT.

The bylaws may be amended, replaced, or altered, in whole or part, by two-thirds vote of the members of the Board of directors present at any regular or special meeting of the Board, provided proposed changes have been presented at a previous meeting of the Board and further provided that the proposed amendments have been included in the call of the meeting.